**SOUTHEAST LOUISIANA NURSERY ASSOCIATION**

**(SELNA)**

**BYLAWS**

ARTICLE I - MEMBERSHIP

Individuals, partnerships, limited liability companies and corporations holding membership at the time of the adoption of these bylaws shall constitute the present members in the classification now enjoyed.

Classes of Membership. The corporation shall have the following classes of membership: Regular, Allied, Advisory/Educational, and Honorary.

1. Regular Membership: shall consist of professionals of ornamental horticulture operating as sole proprietors, partnerships, limited liability companies, and corporations, as permitted or licensed by the Louisiana Department of Agriculture and Forestry. Regular Membership is entitled to one vote on matters of both policy and procedure.
2. Allied Membership: shall consist of those firms in related fields of the nursery industry. Allied Membership is entitled to one vote on matters of both policy and procedure.
3. Advisory/Educational Membership: shall consist of individuals related to the nursery industry in either an advisory or educational capacity. Advisory/Educational Membership is a non-voting membership.
4. Honorary Membership: shall consist of those individuals so appointed by the regular membership of the association. Honorary Membership is a non-voting membership.

ARTICLE II - CANCELLATION OF MEMBERSHIP

Section 1. Nonpayment of Dues. The Board of Directors may suspend or expel and terminate the membership of any member of this Association for nonpayment of dues. Whenever a member shall have failed to pay his dues after ample billing and warning by the Treasurer or Secretary, he/she will be dropped from the Association membership by a two-thirds vote of the entire membership of the Board of Directors.

Section 2. Sale of Business. Any member shall be automatically terminated by the sale and transfer of ownership of a business. Reorganizations of the business structure of a member firm, such as incorporation *or* additions of partners that maintains some of the previous owners, shall not constitute a sale and shall not require termination of membership.

Section 3. Misconduct Termination. Any membership may be suspended or terminated for cause. Sufficient cause for suspension shall be violation of the bylaws or any lawful rule or practice duly adopted by the association, or any other conduct prejudicial to the interest of the Association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE III - DUES

The annual dues for each member of the Association are due by the end of each fiscal year, which shall be determined by the Board of Directors. The amount of dues shall be determined by simple majority vote of the membership at a regular meeting with at least two weeks notice.

ARTICLE IV- MEETINGS

# Section 1. Regular meetings of the membership shall be held at a date and location selected by the board of Directors of the Association. Members shall be notified at least two weeks before the meeting date.

Section 2. *A quorum* *shall consist of twenty-five percent of the voting membership of the Association.*

ARTICLE V - OFFICERS

## The officers of this association shall be: President, Vice- President, Treasurer, Secretary and the immediate Past President. The officers and duly elected Directors shall bemembers in any membership category and shall constitute the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Directors. Two Directors shall be elected for a term of two years.

Section 2. Authority. The business affairs, activities and policies of the Association shall be managed by a Board of Directors. *Any action taken by the Board of Directors during the interim between regularly scheduled meetings shall be ratified by a majority of voting members present at the next regularly scheduled meeting.*

## Section 3. Quorum. A majority of Board of Directors of the Association shall constitute a quorum for the transaction of business at all Board meetings. A majority of said quorum shall decide and question that which may come before said meeting unless otherwise provided bylaw. Any number less than a quorum may adjourn any meeting from time to time until a quorum is present.

Section 4. Rules ofOrder*.* Robert's Rules of Order, Last Edition, shall be recognized as the authority governing the meeting of the membership, the Board of Directors, or committees, when not in conflict with the Constitution or By-laws.

Section 5. Meetings. The Board shall meet upon call of the President at such times and places as designated, and shall be called to meet upon demand of a majority of its members. Notice of all regular and special meetings of the Board of Directors shall be sent by mail or other mode of transmittal to each member of the Board by the Secretary at least three (3) days previous to the time fixed for the meeting. All notices of regular and special meetings shall state the purpose thereof.

Section 6. Vacancies. Any vacancies that may occur on the Board by reason of death, resignation or otherwise, may be filled by appointment by the remaining members of the Board for the unexpired term.

ARTICLE VII - ELECTION OF BOARD OF DIRECTORS

## Section 1. Nominating Committee. A nominating committee consisting of the Past president and at least two members at large shall be appointed by the President. The said nominating committee presents the slate of nominees, consisting of officers and directors, at the membership meeting immediately preceding the end of the two year term of office. Other nominations may be taken from the floor at that time.

Section 2. Election Date of Officers and Directors. The officers and directors shall be elected bi-annually by the general membership at the membership meeting at the end and beginning of the two year term of office.

Section 3. Election of Officers. All officers shall be elected bi-annually by the members and shall serve for two years or until their successors are elected and qualified, unless removed by the members. Any officers of the Association may be required to give such bond with such security as the members may prescribe.

Section 4. Election of Directors. Directors shall be elected for a two year term, with the election of each director occurring on alternate years. In the first year after ratification of these bylaws, one director shall be elected for a one year term.

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. President. The President shall preside at all meetings of the Association and of the Board of Directors as executive head of the Association. He/she shall enforce its bylaws, rules and regulations, exercise the wilI of the Association and Board of Directors. He/she shall appoint all committees not otherwise provided for.

Section 2. Vice-President. In the absence or disability of the President, the Vice-President shall perform any or all the duties of the President and have such other duties as the president or the Board may assign,

Section 3. Treasurer. The Treasurer shall have the custody of all monies and securities of the Association and shall deposit or have deposited the same in name and to the credit of the Association in such depositories as may be designated by the Board of Directors of the Association. The Treasurer shall keep or have kept a full and accurate account of the receipts and disbursements in books belonging to the Association, and shall disburse the funds of the Association by check or other warrants to be signed as provided in these Bylaws *or* any amendment thereof. The Treasurer shall render such reports to the President, the Board of Directors, and the general membership as may be incident to the office, or may be required.

Section 4. Secretary. The Secretary is required to record and maintain minutes of the Board meetings and general membership meetings. The Secretary shall oversee the calling of meetings. The Secretary shall maintain a record of all the activities of the Association.

Section 5. Additional Committees. Committees shall be created by the President and/or the Board of Directors as is deemed necessary. The Chairman of each committee shall be appointed by the President at the beginning of the fiscal year or upon the creation of the committee. The term of office for committee chairmen shall be for one year or until the purpose for the committee has been accomplished; but not to overlap into the next fiscal year.

ARTICLE X - FINANCE

Section 1. Deposits and Withdrawals. Checks of the Association shall be signed by the President,

Vice-President, or Treasurer. Notes, bonds, and other instruments may be signed by the officers who have been authorized to sign.

Section 2. Fiscal Year, The fiscal year or the Association shall end on December 31 of each year.

Section 3. - Annual Dues. Annual dues for each membership category shall be set by the general membership. *Current annual dues are set as follows; Regular membership $50.00; Allied membership --$75.00. Advisory/Educational and Honorary members are not required to pay dues.*

ARTICLE X - INDEMNIFICATION

The Association shall indemnify such persons as it may indemnify pursuant to the applicable provisions of the laws of the state of Louisiana, unless there is demonstrated gross negligence or willful misconduct in the performance of the duty of such persons.

The Association may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequence of the indemnification provided for in this Section, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

ARTICLE XI - DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or to be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XII - AMENDMENTS

Any article or section of these bylaws may be amended, repeated, or changed by a two thirds vote of a quorum at any regular or special meeting of the Association, provided that notice of such proposed amendment, repeal, or change has been mailed to all members at least two weeks prior to the date of such regular or special meeting of SELNA.

END OF BYLAWS

*Adopted 10/25/2011*

